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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Jun 28 1996 8:00 am
Secretary of State

DOCUMENT # V08901 (3)

1. Corporation Name

BENEFITS ADMINISTRATION, INC.



Principal Place of Business

2868-B REMINGTON GREEN CIRCLE
TALLAHASSEE FL 32308
US

Mailing Address

P.O. BOX 456
ELIZABETH CITY NC 27907-0456

100001879311

06/28/96-01042-017

3. Date Incorporated on 01/24/1992 Date 08/04/1995

2. Principal Place of Business

2a. Mailing Address

21 26 870 Greenbrier Circle

22 Suite, Apt. #, etc.

27 Suite, Apt. #, etc.

23 City & State

28 Chesapeake, VA 23320

24 Zip

25 Country

29 Zip

30 Country

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CRAWFORD, WILLIAM H
2868-B REMINGTON GREEN CIRCLE
TALLAHASSEE FL 32308

81 Name Capitol Services

82 Street Address (P.O. Box Number is Not Acceptable)

1406 Hays St., Suite 2

83

84 City

Tallahassee

FL

85 Zip Code

32301

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0506, Florida Statutes.

SIGNATURE

William H Crawford

Kathleen J. Hill, Pres.

6/28/96

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PTS
KIDD, TOM
P.O. BOX 456 N/A
ELIZABETH CITY NC 27907-0456

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13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1. TITLE NAME STREET ADDRESS CITY-ST-ZIP

Chief Operating Officer
Janet Ackerley
870 Greenbrier Circle, Suite 400
Chesapeake, va 23320

2. TITLE NAME STREET ADDRESS CITY-ST-ZIP

EVP
Leslie Buck, 870 Greenbrier Circle
Suite 400, Chesapeake, va 23320

3. TITLE NAME STREET ADDRESS CITY-ST-ZIP

VP - Charles Warner
870 Greenbrier Circle, Suite 400
Chesapeake, VA 23320

4. TITLE NAME STREET ADDRESS CITY-ST-ZIP

VP - Robert Greene
870 Greenbrier Circle, Suite 400
Chesapeake, VA 23320

5. TITLE NAME STREET ADDRESS CITY-ST-ZIP

VP - Loren Lockman
870 Greenbrier Circle, Suite 400
Chesapeake, VA 23320

6. TITLE NAME STREET ADDRESS CITY-ST-ZIP

VP - Blaine Braithwaite
870 Greenbrier Circle, Suite 400
Chesapeake, VA 23320

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

Tom Kidd
Tom Kidd

6/26/96 804-938-9857

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

DATE TELEPHONE

CR2E034 (12/95)